

IRON MOUNTAIN INC
Form POSASR
August 06, 2014
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As filed with the Securities and Exchange Commission on August 6, 2014

Registration No. 333-189709

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

Post-Effective Amendment No. 2 to

FORM S-3

REGISTRATION STATEMENT UNDER
THE SECURITIES ACT OF 1933

IRON MOUNTAIN INCORPORATED
IRON MOUNTAIN CANADA OPERATIONS ULC

Co-Registrants

(See next page)

(Exact name of registrant as specified in its charter)

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Iron Mountain Incorporated
Iron Mountain Canada
Operations ULC

(State or other jurisdiction of incorporation or organization)

Delaware
British Columbia

23-2588479
98-1119166
(IRS Employer Identification No.)

Iron Mountain Incorporated
One Federal Street
Boston, Massachusetts 02110
(617) 535-4766

(Address, including zip code, and telephone number, including area code, of registrant's principal executive offices)

Iron Mountain Canada Operations ULC
195 Summerlea Road
Brampton, Ontario L6T 4P6
Canada
(905) 792-7099

William L. Meaney
President and Chief Executive Officer
One Federal Street
Boston, Massachusetts 02110
(617) 535-4766

(Name, address, including zip code, and telephone number, including area code, of agent for service)

Copy to:
William J. Curry, Esq.
Sullivan & Worcester LLP
One Post Office Square
Boston, Massachusetts 02109
(617) 338-2800

Approximate date of commencement of proposed sale to the public: From time to time after the effective date of this registration statement as determined by the registrants.

If the only securities being registered on this Form are being offered pursuant to dividend or interest reinvestment plans, please check the following box.

If any of the securities being registered on this Form are to be offered on a delayed or continuous basis pursuant to Rule 415 under the Securities Act of 1933, other than securities offered only in connection with dividend or interest reinvestment plans, check the following box.

If this Form is filed to register additional securities for an offering pursuant to Rule 462(b) under the Securities Act, check the following box and list the Securities Act registration statement number of the earlier effective registration statement for the same offering.

If this Form is a post-effective amendment filed pursuant to Rule 462(c) under the Securities Act, check the following box and list the Securities Act registration statement number of the earlier effective registration statement for the same offering.

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If this Form is a registration statement pursuant to General Instruction I.D. or a post-effective amendment thereto that shall become effective upon filing with the Commission pursuant to Rule 462(e) under the Securities Act, check the following box.

If this Form is a post-effective amendment to a registration statement filed pursuant to General Instruction I.D. filed to register additional securities or additional classes of securities pursuant to Rule 413(b) under the Securities Act, check the following box.

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer or a smaller reporting company. See definitions of large accelerated filer, accelerated filer and smaller reporting company in Rule 12b-2 of the Exchange Act. (Check one):

Large accelerated filer

Accelerated filer

Non-accelerated filer
(Do not check if a
smaller reporting company)

Smaller reporting company

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CALCULATION OF REGISTRATION FEE

Title of Each Class of Securities to be Registered(1)	Amount to be Registered	Proposed Maximum Offering Price Per Unit	Proposed Maximum Aggregate Offering Price	Amount of Registration Fee
Debt Securities of Iron Mountain Incorporated				
Common Stock, \$0.01 par value per share, of Iron Mountain Incorporated(2)				
Preferred Stock, \$0.01 par value per share, of Iron Mountain Incorporated				
Depository Shares Representing Preferred Stock of Iron Mountain Incorporated				
Warrants of Iron Mountain Incorporated				
Stock Purchase Contracts of Iron Mountain Incorporated				
Stock Purchase Units of Iron Mountain Incorporated(3)				
Guarantees of Debt Securities of Iron Mountain Incorporated(4)				
Debt Securities of Iron Mountain Canada Operations ULC				
Guarantees of Debt Securities of Iron Mountain Canada Operations ULC(5)				
Total	(6)(7)	(6)(7)	(6)(7)	(8)

(1) Any securities registered hereunder may be sold separately or as units with other securities registered hereunder. There are also being registered an indeterminate principal amount of guarantees of debt securities of Iron Mountain Incorporated by Iron Mountain Incorporated's subsidiaries listed on the Subsidiary Guarantor Registrants table and an indeterminate principal amount of guarantees of debt securities of Iron Mountain Canada Operations ULC by Iron Mountain Incorporated and Iron Mountain Incorporated's subsidiaries listed on the Subsidiary Guarantor Registrants table.

(2) Each share of common stock registered hereby may include a right to purchase shares of junior participating preferred stock or other securities, as more fully described herein.

(3) Each stock purchase unit consists of (a) a stock purchase contract, under which the holder, upon settlement, will purchase an indeterminate number of shares of common stock of Iron Mountain Incorporated and (b) a beneficial interest in debt obligations of third parties, including U.S. treasury securities. Each beneficial interest will be pledged to secure the obligation of such holder to purchase such shares of common stock. No separate consideration will be received for the stock purchase contracts.

(4) There are being registered hereunder all guarantees and other obligations that certain of Iron Mountain Incorporated's subsidiaries listed on the Subsidiary Guarantor Registrants table may have with respect to debt securities that may be issued by Iron Mountain Incorporated. No separate consideration will be received for the guarantees or any other such obligations.

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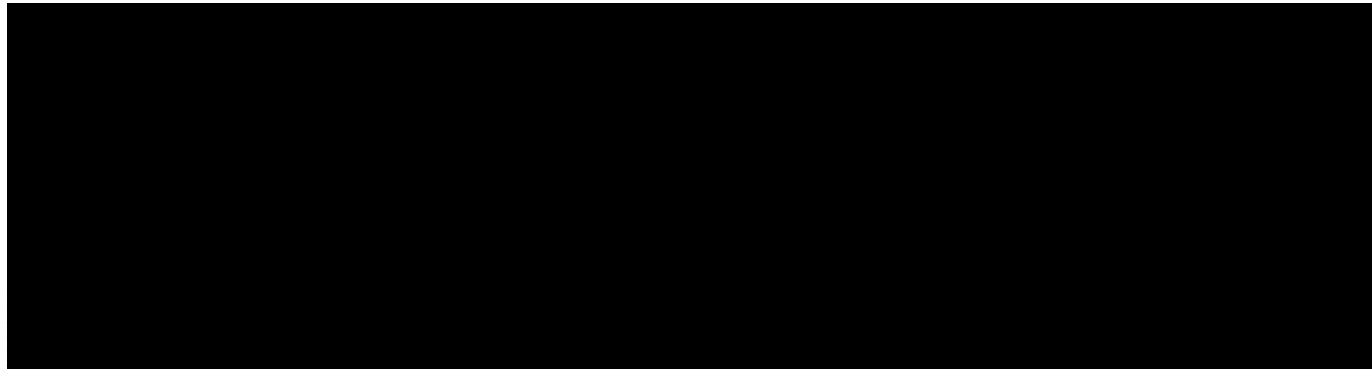
(5) There are being registered hereunder all guarantees and other obligations that Iron Mountain Incorporated, along with certain of Iron Mountain Incorporated's subsidiaries listed on the Subsidiary Guarantor Registrants table, may have with respect to debt securities that may be issued by Iron Mountain Canada Operations ULC. No separate consideration will be received for the guarantees or any other such obligations.

(6) Not applicable pursuant to Form S-3 General Instruction II.E.

(7) An indeterminate aggregate offering price or number of securities of each identified class is being registered as may from time to time be offered at indeterminate prices. Separate consideration may or may not be received for securities that are issuable on exercise, conversion or exchange of other securities.

(8) Deferred in reliance upon Rule 456(b) and Rule 457(r) under the Securities Act of 1933, as amended.

SUBSIDIARY GUARANTOR REGISTRANTS(1)



(1) Any of the above registrants may fully and unconditionally guarantee on a joint and several basis any series of debt securities of Iron Mountain Incorporated or Iron Mountain Canada Operations ULC offered by the prospectus contained as part of this registration statement as set forth in a related prospectus supplement.

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EXPLANATORY NOTE

This Post-Effective Amendment No. 2 to the Registration Statement on Form S-3 (Registration Number 333-189709), or the Registration Statement, is being filed by Iron Mountain Incorporated, or Iron Mountain, Iron Mountain Canada Operations ULC and certain subsidiaries of Iron Mountain for the purpose of (i) registering the rights to purchase junior participating preferred stock of Iron Mountain as an additional class of securities that may be offered pursuant to the Registration Statement, as permitted under Rule 413(b) under the Securities Act of 1933, as amended, and (ii) amending the base prospectus with respect to such additional class of securities.

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PROSPECTUS

Iron Mountain Incorporated

Debt Securities, Preferred Stock, Depositary Shares,

Common Stock and Warrants

Guarantees of Debt Securities of Iron Mountain Incorporated by

Subsidiary Guarantors

Iron Mountain Canada Operations ULC

Debt Securities

Guarantees of Debt Securities of Iron Mountain Canada Operations ULC by

Iron Mountain Incorporated and Subsidiary Guarantors

Iron Mountain Incorporated, or Iron Mountain, a Delaware corporation, may offer and sell, from time to time, in one or more offerings the following securities:

- debt securities of Iron Mountain;
- shares of Iron Mountain's preferred stock;
- fractional shares of Iron Mountain's preferred stock in the form of depositary shares;
- shares of Iron Mountain's common stock;

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- warrants to purchase any of these securities;
- stock purchase contracts; or
- guarantees by Iron Mountain of debt securities of Iron Mountain Canada Operations ULC.

Iron Mountain Canada Operations ULC, a British Columbia unlimited liability company and an indirect, wholly-owned subsidiary of Iron Mountain, or the Canadian Issuer, may offer and sell its debt securities from time to time, in one or more offerings.

The securities described in this prospectus may be offered and sold separately or together in units with other securities described in this prospectus.

In connection with the debt securities of Iron Mountain and the Canadian Issuer, substantially all of the present and future wholly-owned domestic subsidiaries of Iron Mountain, or the Subsidiary Guarantors, may, on a joint and several basis, offer full and unconditional guarantees of Iron Mountain's and the Canadian Issuer's obligations under their respective debt securities on terms described in this prospectus and in the applicable supplements to the prospectus.

The securities described in this prospectus offered by Iron Mountain or the Canadian Issuer may be issued in one or more series or issuances. Iron Mountain or the Canadian Issuer may offer and sell their securities to or through one or more underwriters, dealers and agents or directly to purchasers, on a continuous or delayed basis. We will provide the specific terms of any securities actually offered and the

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manner in which the securities will be offered in supplements to this prospectus. In each case, we will describe the type and amount of securities that Iron Mountain or the Canadian Issuer are offering, the initial public offering price and the other terms of the offering in the applicable prospectus supplement.

Iron Mountain's common stock is listed on the New York Stock Exchange, or the NYSE, under the symbol IRM. On August 4, 2014, the last reported sale price of Iron Mountain's common stock on the NYSE was \$33.58 per share.

Investment in any securities offered by this prospectus involves risk. See Risk Factors on page 1 of this prospectus, in our periodic reports filed from time to time with the Securities and Exchange Commission, or the SEC, and in the applicable prospectus supplement.

Neither the SEC nor any state securities commission has approved or disapproved of these securities or determined if this prospectus is truthful or complete. Any representation to the contrary is a criminal offense.

The date of this prospectus is August 6, 2014.

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ABOUT THIS PROSPECTUS

All references to Iron Mountain in this prospectus are to Iron Mountain Incorporated and not any of its subsidiaries, and references to the Canadian Issuer are to Iron Mountain Canada Operations ULC, and not any of its subsidiaries. All references to the Subsidiary Guarantors in this prospectus are to substantially all of the present and future wholly-owned domestic subsidiaries of Iron Mountain that may, on a joint and several basis, offer full and unconditional guarantees of the debt securities described in this prospectus. Unless otherwise indicated or required by context, all references to we, our or us in this prospectus are to Iron Mountain, the Canadian Issuer and the Subsidiary Guarantors, except that references to we, us or our under the captions Prospectus Summary and Risk Factors, below are to Iron Mountain and its consolidated subsidiaries. Unless otherwise noted, all of the financial information in this prospectus is presented on a consolidated basis of Iron Mountain.

This prospectus is part of a registration statement that we filed with the SEC using a shelf registration process. Under this shelf registration process, we may, from time to time, sell any of the securities described in this prospectus, or any combination thereof, in one or more offerings. This prospectus provides you only with a general description of the securities we may offer. Each time we sell securities, we will provide a prospectus supplement that contains specific information about the terms of that offering. The prospectus supplement may also add to, update or change information contained in this prospectus. You should read both this prospectus and any prospectus supplement, together with additional information described under the headings Where You Can Find More Information and Information Incorporated By Reference. If there is any inconsistency between the information in this prospectus and any applicable prospectus supplement, you should rely on the information in the applicable prospectus supplement.

You should rely only on the information provided or incorporated by reference in this prospectus or any relevant prospectus supplement. We have not authorized anyone to provide you with different information. If anyone provides you with different or inconsistent information, you should not rely on it. We will not make an offer of the securities in any jurisdiction where it is unlawful. You should assume that the information in this prospectus and any relevant prospectus supplement, as well as the information in any document incorporated or deemed to be incorporated into this prospectus and any relevant prospectus supplement is accurate only as of the date of the documents containing the information.